

L 11 0000005097

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H11000012017 3)))



H110000120173ABCN

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : BROAD AND CASSEL (BOCA RATON)
Account Number : 076376001555
Phone : (561) 483-7000
Fax Number : (561) 483-7321FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 JAN 14 AM 10:03

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: eric@midwaylightbulbs.comMERGER OR SHARE EXCHANGE
STANDARD INDUSTRIES LLC

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$50.00

Electronic Filing Menu

Corporate Filing Menu

B. KOHR

Help

JAN 14 2011

EXAMINER

Fax Audit Number: H11000012017 3

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 JAN 14 AM 10:03

**CERTIFICATE OF MERGER
FOR
FLORIDA LIMITED LIABILITY COMPANY**


Pursuant to the provisions of Chapter 608, Florida Statutes, the following Certificate of Merger is submitted to merger **Standard Industries LLC**, a Maryland limited liability company (the "Disappearing Entity"), with and into **Standard Industries LLC**, a Florida limited liability company (the "Surviving Entity"), as follows:

1. **Plan of Merger.** Attached as Exhibit A is a copy of the plan of merger (the "Plan of Merger"), dated as of January 13, 2011, between the Surviving Entity and the Disappearing Entity, setting forth the plan of merger whereby the Disappearing Entity will merge with and into the Surviving Entity.
2. **Adoption of Plan of Merger.** The Plan of Merger was approved and adopted by the sole member of the Surviving Entity by written consent dated as of January 13, 2011, and approved and adopted by the sole member of the Disappearing Entity by written consent dated as of January 13, 2011. The Plan of Merger has been approved in accordance with the applicable provisions of Chapters 608, Florida Statutes and the applicable provisions of Maryland law.
3. **Effective Time.** The merger of the Disappearing Entity with and into the Surviving Entity in accordance with the Plan of Merger is to become effective as of January 14, 2011.
4. **Articles of Organization and Operating Agreement.** The Articles of Organization and Operating Agreement of the Surviving Entity, as now in force and effect, shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Statutes.

~~IN WITNESS WHEREOF~~, this Certificate of Merger has been duly executed as of the 13 day of January, 2011.


SURVIVING ENTITY:

STANDARD INDUSTRIES LLC,
a Florida limited liability company

By: 
Eric Epstein, Member and Manager

DISAPPEARING ENTITY:

STANDARD INDUSTRIES LLC,
a Maryland limited liability company

By: 
Eric Epstein, Member and Manager

Fax Audit Number: H11000012017 3

Fax Audit Number: H110000120173

EXHIBIT A
PLAN OF MERGER

See attached.

Fax Audit Number: H11000012017 3

PLAN OF MERGER

This Plan of Merger (the "Plan") dated as of January 13, 2011, is by and between **Standard Industries LLC**, a Maryland limited liability company (the "Disappearing Entity"), and **Standard Industries LLC**, a Florida limited liability company (the "Surviving Entity").

BACKGROUND

WHEREAS, the sole member of the Disappearing Entity and the sole member of the Surviving Entity have determined that the transactions described herein are in the best interests of the parties and have approved the transactions described herein.

NOW, THEREFORE, in consideration of the premises and the mutual representations, warranties and covenants herein contained, the parties agree as follows:

PLAN OF MERGER

1. Upon the terms and subject to the conditions set forth in this Plan, and in accordance with the applicable provisions of Florida law and Maryland law, at the Effective Time (as defined below), the Disappearing Entity shall be merged with and into the Surviving Entity. As a result of the Merger, the separate existence of the Disappearing Entity shall thereupon cease and the Surviving Entity shall continue as the surviving entity of the Merger. The Disappearing Entity and the Surviving Entity are referred to collectively as (the "Constituent Entities").

2. The Merger shall become effective as of the effective date and time provided for in the Articles of Merger (the "Effective Time").

3. The Articles of Organization and Operating Agreement of the Surviving Entity as in effect at the effective time of the merger shall be the articles of organization and operating agreement of the Surviving Entity after the Effective Time.

4. The Surviving Entity shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Entities shall not revert or in any way be impaired by reason of the Merger.

5. All obligations belonging to or due to each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed, and the Surviving Entity shall be liable for all of the obligations of each of the Constituent Entities existing as of the Effective Time.

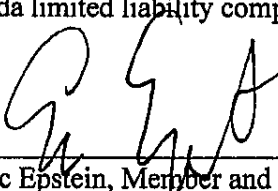
Fax Audit Number: H11000012017 3

6. Eric Epstein is the sole member of the Disappearing Entity and the sole member of the Surviving Entity. At the Effective Time, by virtue of the Merger and without any action on the part of the Constituent Entities, all of the membership interests of the Disappearing Entity shall be cancelled all of the membership interests of the Surviving Entity shall be owned by the Surviving Entity's sole member.

IN WITNESS WHEREOF the parties hereto have duly executed this Plan as of the day and year first above written.

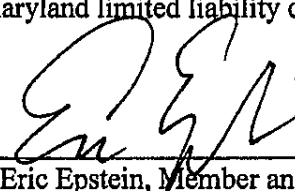
SURVIVING ENTITY:

STANDARD INDUSTRIES LLC,
a Florida limited liability company

By: 
Eric Epstein, Member and Manager

DISAPPEARING ENTITY:

STANDARD INDUSTRIES LLC,
a Maryland limited liability company

By: 
Eric Epstein, Member and Manager

4848-6150-5032.1
44553/0001

Fax Audit Number: H11000012017 3